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CAPITAL CONNECTION, INC.

117 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-0070
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-0002
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____
 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service _____ Two Day Service _____

To us via _____ Return via _____

Master No. _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

NE: Hemisphere VC, J, Inc. No 53085

	C.O. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. Filing	96 JUL 22 AM 7:01	
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership Filing		
<input checked="" type="checkbox"/> Foreign Corp. Filing		
<input type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. Filing		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U B.		
<input type="checkbox"/> Fictitious Name Filing		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service	600001300066	
<input type="checkbox"/> Document Filing	-07/22/96--01016--002	
	****122.50 ****122.50	
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 Filing		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs.		

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

REQUEST _____ TAKEN _____ CONFIRMED _____ APPROVED _____
 DATE _____
 TIME _____
 BY _____
 WALK-IN _____
 Will Pick Up _____

Please remit invoice number with payment.
 TERMS: NET 15 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

**ARTICLES OF INCORPORATION
OF
HEMISPHERE VCI, INC.**

The undersigned incorporator subscribes to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I.

The name of the corporation shall be Hemisphere VCI, Inc. and its initial postal address and its principal office for the conduct of business is 5728 Major Boulevard, Suite 601, Orlando, Florida 32819. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE II.

The general nature of business to be transacted by this corporation is

a. To engage in any business allowed under the laws of any jurisdiction where the corporation carries on business;

b. To buy, sell, purchase, acquire, convey, mortgage or transfer in any manner whatsoever or retain in any manner whatsoever money, stocks, bonds, realty or any other property in any manner not prohibited by law.

c. To carry on any and all business as manufacturers, producers, merchants (wholesale and retail), importers and exporters, generally without limitation as to class of products and merchandise, and to manufacture, produce, adapt, prepare, buy and sell and

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TALLAHASSEE, FLORIDA

otherwise deal in any materials, articles or things required in connection with or incidental to the manufacture, production and dealing in such products.

d. To build and construct any property in any manner not prohibited by law, and to engage in every aspect and phase of construction or contracting work with any material or materials whatsoever and in any manner whatsoever.

e. To such extent as a corporation organized under Chapter 607 of the Florida Statutes may now or hereafter lawfully do, to do and for the accomplishment of any of the purposes or the objects enumerated in these Articles of Incorporation, or any amendments thereof, either as principal or agent, and either alone or in connection with other firms, corporations or individuals, all and every thing necessary, suitable, convenient, or proper or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interest of this corporation or to enhance the value of its property and, in general, to engage in and carry on any and every lawful business in any manner whatsoever not prohibited by law, whether or not the same be necessary or incident to the attainment of the objects of this corporation, or whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation, or any and all powers, rights and privileges which a corporation may now or hereafter be organized, authorized or empowered to do or exercise under Chapter 607 of the Florida Statutes, or under any Act amendatory thereto, supplemental thereto or substituted therefor.

f. The foregoing paragraphs shall be construed as enumerating the purposes, objects and powers of this corporation and no recitation, expression or declaration of specific powers

or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

ARTICLE III.

The term for which this corporation shall exist shall be perpetual.

ARTICLE IV.

The maximum number of shares of stock of this corporation which is authorized to have outstanding at any one time is 1,000 share of common stock at One Dollar par value (\$1.00) par value. Said capital stock shall be non-assessable and shall be payable in lawful money of the United States or in property, labor or in services at a just valuation to be fixed by the Directors at a meeting duly convened and held.

ARTICLE V.

The name and address of the person signing these Articles as incorporator is Richard I. Winokur, 5728 Major Boulevard, Suite 601, Orlando, Florida 32819.

ARTICLE VI.

The street address of the initial registered office of this corporation and the name of its registered agent at such address are as follows James M. Talley, Esquire, Fisher, Rushmer, Werrenrath, Wack & Dickson, P.A., 20 North Orange Avenue, 15th Floor, Orlando, Florida 32801.

ARTICLE VII.

The business of the corporation shall be conducted, carried on and managed by and through a Board of Directors composed of three (3) or more members, which number may be altered from time to time by the By-Laws of this corporation within the limitations prescribed by law. The initial Board of Directors of this corporation shall consist of three (3) members.

The name and address of the initial directors of this corporation who, subject to the provisions of these Articles of Incorporation, the By-Laws and the laws of the State of Florida, shall hold office until the first annual meeting of the corporation or until successors are elected and have been qualified are as follows:

Frank A. Stape, 4661 Woodlands Village Drive, Orlando, Florida 32835, who shall serve as President;

Terry R. Stape, 4661 Woodlands Village Drive, Orlando, Florida 32835, who shall serve as Vice President;

Richard J. Winokur, 5728 Major Boulevard, Suite 601, Orlando, Florida 32819, who shall serve as Secretary and Treasurer

ARTICLE VIII.

No contract, act or transaction of this corporation with any person or persons, firm or other corporation, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any directors of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or other corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any other firm, association or other corporation in which he may otherwise be

Interested. Any director of this corporation may vote upon any contract or other transaction between this corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

ARTICLE IX.

These Articles of Incorporation may be amended, changed, altered or repealed in the manner now or hereafter prescribed by the Florida Statutes and all rights conferred upon shareholders are granted subject to this reservation.

WITNESS my hand and seal this 11th day of July, 1996.



RICHARD I. WINOKUR - Incorporator

STATE OF FLORIDA

COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Richard I. Winokur, the person described as incorporator to the foregoing Articles of Incorporation, who is personally known to me and who executed the same and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 11th day of July, 1996.



NOTARY PUBLIC, State of Florida
at Large

(Notarial Seal)



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, OR DESIGNATING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 48.091, Florida Statutes, the following is submitted.

First, that **RICHARD I. WINOKUR**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at city of Orlando, State of Florida, has named **James M. Talley of Fisher, Rushmer, Werrenrath, Wack & Dickson, P.A.** as Resident Agent, located at 20 North Orange Avenue, Suite 1500, Orlando, State of Florida, as its agent to accept service of process within Florida.

CORPORATE OFFICER

SIGNED: 

TITLE: Incorporator

DATE: July 11, 1996

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TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SIGNED: 

JAMES M. TALLEY
Registered Agent

DATE: July 12, 1996